

SOLANO COMMUNITY COLLEGE EDUCATIONAL FOUNDATION CONFLICT OF INTEREST POLICY AND FORM

The Solano Community College Educational Foundation provides the following policy to ensure that any financial decision made by directors, officers, or employees is made free of favoritism or conflict of interest and is based entirely on merit:

1. Every director of the Foundation and every non-director who is an officer of the Foundation, or employee ("director, officer, or employee") shall complete a Conflict of Interest Statement in the form attached and submit to the board of the Foundation as soon as the director, officer, or employee takes on such position and annually thereafter by the first quarterly board meeting of the fiscal year.
2. Notwithstanding the completion of the annual Conflict of Interest Statement, whenever a director, officer, or employee (or his or her family member or business associate, as defined in paragraph 3) contemplates entering into a business or financial relationship with the Foundation or Solano Community College, such director, officer, or employee will
 - a. disclose the possible relationship and the material facts involved in it to the board of directors of the Foundation;
 - b. answer any questions from other board members or staff about the potential relationship, but otherwise not participate in discussion;
 - c. be ineligible to vote on the matter; and
 - d. leave the room to allow the board to complete its discussion and vote.
3. Approval of the transaction shall require the affirmative vote of a majority of the directors then in office (not counting the vote of the conflicted director), and such directors must, prior to voting, have knowledge of the material facts concerning the transaction and the conflicted director's interest in it. A conflicted director may be counted toward the quorum for a meeting of the board but shall not be present during deliberation.
4. For purposes of this policy, family members consist of the spouse, dependent children, and any relative living in the household of the director, officer, or employee; and business associates, or any entity in which the individual has a material financial interest, consist of any partner of a partnership or co-owner of a privately held business, whether corporation or sole proprietorship or other form, of which the director, officer, or employee, (or his or her family member) is also a partner or co-owner.
5. As required by Section 5233 of the California Corporations Code, the Foundation shall not enter into a business or financial relationship as described in paragraph 2 unless the board first determines that
 - a. the transaction is for the Foundation's own benefit;

- b. the transaction is fair and reasonable to the Foundation at the time the Foundation enters into it based on appropriate comparability data and is documented in the minutes; and
 - c. the board considered and in good faith determined after reasonable investigation under the circumstances that the Foundation could not have obtained a more advantageous arrangement with reasonable effort under the circumstances.
6. Family members and business associates of a director, officer, or employee may be unpaid volunteers for the Foundation but may not be employees of the Foundation or otherwise paid work done for the Foundation without compliance with paragraphs 2 and 4.
7. A director who occupies the position of unpaid director, officer, trustee, or other unpaid position of another charitable corporation or organization or of a governmental entity will not be deemed, because of such position, to have a conflict of interest with respect to transactions between the Foundation and such other corporation, entity, or organization. However, any such director shall disclose such relationship at the outset (or as soon thereafter as reasonably possible) of any discussion by the Foundation board of such a transaction and shall, if the Foundation board so requests (by majority vote of the other directors then present and voting), refrain from voting on such transaction.
8. The provisions of this resolution shall also apply to matters arising before the Executive, Finance, and any other committees of the board as well as before the board itself; and in such circumstances, references to the "board" will refer to those committees and the board itself.

Approved at the Executive Committee meeting on April 14, 2026

Approved by the Board of Directors on April 28, 2026